

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575

(DME002A/B)

**VIA FEDERAL EXPRESS**



August 14, 1998

RECORDATION NO. 21585 FILED  
AUG 17 '98 1-41 PM

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated March 3, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018


Lessee: Grace Davison, a business unit of  
W. R. Grace & Co. - Conn  
P.O. Box 2117  
Baltimore, MD 21203-2117

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

  
Susan Grokulskey  
Manager - Documents Administration

Enclosures

(GRDA004)

EXHIBIT A  
to  
RIDER NO. 1

RECORDATION NO. 21585 FILED  
AUG 17 '98 1-41 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of March, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and GRACE DAVISON, a business unit of W. R. Grace & Co. - Conn. ("Lessee"), a CONNECTICUT corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of March 3, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 3, 1998 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski  
Name: K.A. DOMBROWSKI  
Title: MANAGER - DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 20<sup>th</sup> day of July, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

1998. WITNESS my hand and official stamp or seal, this 20<sup>th</sup> day of July.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



LESSEE:

GRACE DAVISON, a business unit of  
W. R. Grace & Co. - Conn.

ATTEST:

By: *Joseph A. Rightmyer*

Name: Joseph A. Rightmyer

Title: Executive Vice President

By: *Shirley H. Hewitt*

Name: SHIRLEY H. HEWITT

Title: \_\_\_\_\_

Executed on this 16 day of JUNE, 1998

[CORPORATE SEAL]

STATE OF MARYLAND

COUNTY OF HOWARD

I, SHIRLEY H. HEWITT, a Notary Public of <sup>BALTIMORE</sup>~~the~~ County and State  
aforesaid, certify that JOSEPH A. RIGHTMYER personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16 day of JUNE,  
1998.

*Shirley H. Hewitt*  
Notary Public

My Commission Expires: February 1, 2001

\_\_\_\_\_  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

DESCRIPTION OF RAILCARS TO BE PROVIDED

DESCRIPTION OF CARS: 4750 cf Covered Hoppers equipped with Gravity Gates and Trough Hatch Covers.

CAR NUMBERS: RUSX 63134, 463004, 483281, 483286, 483318, 483332, 483378, 485040, 486627 and TGOX 10997.